

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: Sizmek Inc., et al. ¹
Debtors

Case No.: 19-10971 (SMB)
Reporting Period: May 1, 2019 through May 31, 2019

Federal Tax I.D. # 37-1744624

CORPORATE MONTHLY OPERATING REPORT

File with the Court and submit a copy to the United States Trustee prior to the end of the month and
submit a copy of the report to any official committee appointed in the case.

| REQUIRED DOCUMENTS | Form No. | Document Attached | Explanation Attached |
|--|----------|-------------------|----------------------|
| Schedule of Cash Receipts and Disbursements | MOR-1 | Yes | |
| Bank Reconciliation (or copies of debtor's bank reconciliations) | MOR-1a | Yes | |
| Copies of bank statements | | | Yes |
| Cash disbursements journals | | | |
| Statement of Operations | MOR-2 | Yes | |
| Balance Sheet | MOR-3 | Yes | |
| Status of Post-petition Taxes | MOR-4 | Yes | |
| Copies of IRS Form 6123 or payment receipt | | | |
| Copies of tax returns filed during reporting period | | | |
| Taxes Reconciliation and Aging | MOR-4 | Yes | |
| Summary of Unpaid Post-petition Debts (Accounts Payable) | MOR-4a | Yes | |
| Listing of Aged Accounts Payable | | | |
| Accounts Receivable Reconciliation and Aging | MOR-5 | Yes | |
| Payments to Insiders and Professionals | MOR-6 | Yes | |
| Post-petition Status of Secured Notes, Leases Payable | MOR-6a | Yes | |
| Debtor Questionnaire | MOR-7 | Yes | |

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents
are true and correct to the best of my knowledge and belief.

Signature of Debtor

Date

Signature of Joint Debtors

Date

/s/ Sascha Wittler

Signature of Authorized Individual*

7/1/2019

Date

Sascha Wittler

Printed Name of Authorized Individual

Title of Authorized Individual

*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor
is a partnership; a manager or member if debtor is a limited liability company.

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include:
Sizmek Inc. (4624); Point Roll, Inc. (3173); Sizmek DSP, Inc. (2319); Sizmek Technologies, Inc. (6402); Wireless Artist LLC (0302);
WirelessDeveloper, Inc. (9686); X Plus One Solutions, Inc. (8106); and X Plus Two Solutions, LLC (4914). The location of the Debtors'
service address for purposes of these chapter 11 cases is: 401 Park Avenue South, 5th Floor, New York, NY 10016. The direct and indirect
international subsidiaries of Sizmek Inc. are not debtors in these chapter 11 cases.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re Sizmek Inc., et al.¹

Case No.: 19-10971 (SMB)

Reporting Period: May 1, 2019 – May 31, 2019

GENERAL NOTES:

The Monthly Operating Report includes activity for the following Debtors:

| Debtor | Case Number |
|----------------------------|--------------------|
| Sizmek Inc. | 19-10971 |
| Point Roll, Inc | 19-10972 |
| Sizmek DSP, Inc. | 19-10973 |
| Sizmek Technologies, Inc. | 19-10974 |
| Wireless Artist LLC | 19-10975 |
| WirelessDeveloper, Inc. | 19-10976 |
| X Plus One Solutions, Inc. | 19-10977 |
| X Plus Two Solutions, Inc. | 19-10978 |

Debtor-in-Possession Financial Statements

This Monthly Operating Report has been prepared solely for the purpose of complying with the monthly reporting requirements applicable in these chapter 11 cases and is in a format acceptable to the Office of the United States Trustee. The financial information contained herein is limited in scope and covers a limited time period. All information contained herein is unaudited and is subject to future adjustment. Certain assumptions have been made as noted herein. The unaudited consolidated financial statements presented herein have been derived from Debtors' books and records. The financial statements and supplemental information contained herein are unaudited, preliminary, and may not comply with generally accepted accounting principles ("GAAP") in all material respects. In addition, the financial statements and supplemental information contained herein is provided to fulfill the requirements of the Office of the United States Trustee and have been derived from the books and records of Debtors.

The results of operations contained herein are not necessarily indicative of results which may be expected from any other period or for the full year and may not necessarily reflect the consolidated results of operations, financial position, and cash flow of Debtors in the future.

The financial statements contained herein are unaudited and have been prepared on a going concern basis, which contemplates continuity of operations, realization of assets and liquidation of liabilities in the ordinary course of business. The ability of the Company to continue as a going concern is contingent upon, among other things: (a) the ability of the Company to maintain

¹ Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Sizmek Inc. (4624); Point Roll, Inc. (3173); Sizmek DSP, Inc. (2319); Sizmek Technologies, Inc. (6402); Wireless Artist LLC (0302); Wireless Developer, Inc. (9686); X Plus One Solutions, Inc. (8106); and X Plus Two Solutions, LLC (4914). The location of Debtors' service address for purposes of these chapter 11 cases is: 401 Park Avenue South, Fifth Floor, New York, NY 10016.

compliance with all terms of its debt structure; (b) the ability of the Company to generate cash from operations and to maintain adequate cash on hand; and (c) the resolution of the uncertainty as to the amount of claims that will be allowed. There can be no assurance that the Company will be able to successfully achieve these objectives in order to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments that might result should the Company be unable to continue as a going concern.

The Company cautions investors and potential investors not to place undue reliance upon the information contained in the Monthly Operating Report, as it was not prepared for the purpose of providing the basis for an investment decision relating to the Company. The Monthly Operating Report was not audited or reviewed by independent accountants, is as prescribed by applicable bankruptcy laws, and is subject to future adjustment and reconciliation. The Monthly Operating Report does not contain all disclosures that would be required for presentation with GAAP. There can be no assurance that, from the perspective of an investor or potential investor, the Monthly Operating Report is complete. Results set forth in the Monthly Operating Report should not be viewed as indicative of future results.

The results of operations contained herein are not necessarily indicative of results which may be expected for any other period or for the full year and may not necessarily reflect the consolidated results of operations and financial position of Debtors in the future.

Liabilities Subject to Compromise

As a result of the chapter 11 filings, the payment of pre-petition indebtedness is subject to compromise or other treatment under a plan of reorganization. The determination of how liabilities will ultimately be settled or treated cannot be made until the Bankruptcy Court approves a chapter 11 plan. Accordingly, the ultimate amount of such liabilities is not determinable at this time. Pre-petition liabilities that are subject to compromise under Financial Accounting Standards Board Accounting Standards Codification 852, Reorganizations (“ASC 852”) are preliminary and may be subject to future adjustments depending on Court actions, further developments with respect to disputed claims, determinations of the secured status of certain claims, the values of any collateral securing such claims, rejection of executory contracts, continued reconciliation or other events.

Reorganization Items

ASC 852 requires expenses and income directly associated with the chapter 11 filings to be reported separately in the income statement as reorganization items. Reorganization items include expenses related to legal advisory and representation services, other professional consulting and advisory services, debtor-in-possession financing fees and changes in liabilities subject to compromise recognized as there are changes in amounts expected to be allowed as claims.

Nothing contained in this Monthly Operating Report shall constitute a waiver of any of Debtors’ rights or an admission with respect to their chapter 11 proceedings, including, but not limited to, matters involving objections to claims, substantive consolidation, equitable subordination, defenses, characterization or re-characterization of contracts, assumption or rejection of contracts under the provisions of chapter 3 of Title 11 of the United States Code (the “Bankruptcy Code”) and/or causes of action under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable laws to recover assets or avoid transfers.

Sizmek Inc., et al.
Debtors-in-Possession
MOR - 1
Consolidating Schedule of Receipts and Disbursements for Month [1]
for May 1, 2019 to May 31, 2019

| <i>In U.S. Dollars</i> | Sizmek Inc. | Point Roll, Inc. | Sizmek DSP, Inc. | Sizmek Technologies, Inc. | Wireless Artist LLC | Wirelessdeveloper, Inc. | X Plus One Solutions, Inc. | X Plus Two Solutions, LLC | Consolidated Filing Debtor Entities | Cumulative Filing to Date (3/29/19 - 5/31/19) |
|---|-------------|------------------|------------------|---------------------------|---------------------|-------------------------|----------------------------|---------------------------|-------------------------------------|---|
| Beginning Cash Balance (Bank) | \$ - | \$ - | \$ 2,288,435.16 | \$ 2,264,124.34 | \$ - | \$ - | \$ - | \$ - | \$ 4,552,560 | \$ 2,290,753 |
| | | | | | | | | | | - |
| Cash Receipts | | | | | | | | | | - |
| Receipts | | | 11,163,562 | 7,290,968 | | | | | 18,454,531 | 40,507,730 |
| Total Cash Receipts | | | \$ 11,163,562 | \$ 7,290,968 | | | | | \$ 18,454,531 | \$ 40,507,730 |
| | | | | | | | | | | |
| Operating Disbursements [2] | | | | | | | | | | |
| Data & Media | | | \$ - | \$ - | | | | | \$ - | \$ (523,643) |
| Data Center | | | - | (913,728) | | | | | (913,728) | (1,314,180) |
| Contractors & Outsourced Professionals | | | - | (239,639) | | | | | (239,639) | (243,384) |
| Utilities & Maintenance | | | - | (7,509) | | | | | (7,509) | (7,509) |
| Communications | | | - | (28,650) | | | | | (28,650) | (28,650) |
| Payroll & Benefits | | | - | (6,706,282) | | | | | (6,706,282) | (16,908,823) |
| Rent | | | - | (695,424) | | | | | (695,424) | (1,534,457) |
| Other | | | (123,238) | (267,543) | | | | | (390,781) | (478,690) |
| Capital Leases | | | - | (328,505) | | | | | (328,505) | (328,505) |
| CapEx | | | - | - | | | | | - | - |
| Total Operating Disbursements | | | \$ (123,238) | \$ (9,187,279) | | | | | \$ (9,310,518) | \$ (21,367,842) |
| | | | | | | | | | | |
| Non-Operating Disbursements | | | | | | | | | | |
| Professional Fees & Expenses [3] | | | \$ - | \$ (3,047,143) | | | | | \$ (3,047,143) | \$ (5,550,186) |
| US Trustee Fees | | | - | (2,275) | | | | | (2,275) | (2,275) |
| Total Non-Operating Disbursements | | | \$ - | \$ (3,049,418) | | | | | \$ (3,049,418) | \$ (5,552,461) |
| | | | | | | | | | | |
| Total Disbursements | | | \$ (123,238) | \$ (12,236,698) | | | | | \$ (12,359,936) | \$ (26,920,303) |
| | | | | | | | | | | |
| Cerberus Cash Activity [4] | | | | | | | | | | |
| Cerberus Cash Sweeps | | | (12,929,735) | (6,787,875) | | | | | (19,717,610) | (41,598,178) |
| Cerberus Funding | | | - | 10,538,694 | | | | | 10,538,694 | 27,188,237 |
| Total Cerberus Cash Activity | | | \$ (12,929,735) | \$ 3,750,819 | | | | | \$ (9,178,916) | \$ (14,409,942) |
| | | | | | | | | | | |
| Ending Cash Balance (Bank) | | | \$ 399,025 | \$ 1,069,214 | | | | | \$ 1,468,238 | \$ 1,468,238 |
| | | | | | | | | | | |
| Reconciling Adjustments (Bank to Book Cash) | | | | | | | | | | |
| Outstanding Checks | | | \$ - | \$ (12,527) | | | | | \$ (12,527) | \$ (12,527) |
| Petty Cash | | | - | 786 | | | | | 786 | 786 |
| FX / Other | | | (1,306) | (1,694) | | | | | (2,999) | (2,999) |
| Ending Cash Balance (Book) | | | \$ 397,719 | \$ 1,055,778 | | | | | \$ 1,453,497 | \$ 1,453,497 |

[1] Pursuant to the Debtors’ global cash management system, payments made to, or received from various parties are often made from, or received by a single Debtor on behalf of one or more Debtor entities. As reflected above, all disbursements are made by Sizmek Technologies, Inc., however, a portion of these disbursements were made on account of Sizmek DSP, Inc. Specifically, in May 2019, Sizmek Technologies, Inc. made disbursements of approximately \$1,801,412 on account of Sizmek DSP, Inc. (the “DSP Disbursements”). The DSP Disbursements are included in the amounts listed for Sizmek Technologies, Inc.’s Operating Disbursements. The breakdown of the DSP Disbursements for each of the listed categories (i.e. Data & Media, Data Center, etc.) are available upon written request to Debtors’ counsel at: jerry.hall@kattenlaw.com and lindsay.lersner@kattenlaw.com.

[2] As described in more detail in the Debtors’ Motion Seeking Entry of an Order (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Continue to Perform Intercompany Transactions, (II) Granting Administrative Expense Status to Postpetition Intercompany Balances, and (III) Granting Related Relief (Docket No. 16), Sizmek’s cash management system is integrated across the enterprise. Due to the integrated nature of the cash management system, certain of the operating disbursements are made to the Debtors non-debtor affiliates to support their operations.

[3] In addition to the disbursements made from the Debtors’ accounts for professional fees and expenses, pursuant to the Order Authorizing and Approving Private Sale of the Demand-Side Platform and the Data Management Platform Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, and Granting Related Relief (Docket No. 143), FTI Capital Advisors, LLC received \$600,000 as a success fee related to the DSP / DMP sale directly from the proceeds of the transaction.

[4] In accordance with the applicable Cash Collateral Order (Docket Nos. 37, 104, 172, 239, 270 and any successor order thereto), the Debtors deposit all collections, receipts, and other cash collateral in deposit accounts that are subject to deposit account control agreements in favor of Cerberus. All cash collateral deposited in such accounts shall remain subject to a daily “sweep” by Cerberus, however notwithstanding any such “sweep,” the cash collateral shall be turned over and made available for use by the Debtors in accordance with the terms and conditions of the applicable Cash Collateral Order and the related budget.

Sizmek Inc., *et al.*

Debtors-in-Possession

MOR - 1a

Schedule of Bank Account Balances

as of May 31, 2019

| Case # | Debtor Entity | Bank Name | Account Type / Purpose | Account Currency | Bank Account Ending in: | Bank Balance (USD) ^[1] |
|--|---------------------------|--|--|------------------|-------------------------|-----------------------------------|
| 19-10974 (SMB) | Sizmek Technologies, Inc. | JP Morgan Chase Bank, N.A. | Depository and Collection Account | USD | 1955 | 56,109 |
| 19-10974 (SMB) | Sizmek Technologies, Inc. | JPMorgan Chase Bank, N.A. - Toronto Branch | Collection and Disbursement Account | CAD | 0146 | 167,525 |
| 19-10974 (SMB) | Sizmek Technologies, Inc. | JP Morgan Chase Bank, N.A. | Disbursement Account | USD | 7698 | - |
| 19-10973 (SMB) | Sizmek DSP, Inc. | HSBC UK Bank PLC | Collection and Foreign Currency Disbursement Account | GBP | 7617 | 65,721 |
| 19-10973 (SMB) | Sizmek DSP, Inc. | HSBC UK Bank PLC | Collection and Foreign Currency Disbursement Account | EUR | 1932 | 270,507 |
| 19-10973 (SMB) | Sizmek DSP, Inc. | COMERICA BANK | ZBA Account | USD | 7745 | - |
| 19-10973 (SMB) | Sizmek DSP, Inc. | JP Morgan Chase Bank, N.A. | Depository and Disbursement Account | USD | 8991 | - |
| 19-10973 (SMB) | Sizmek DSP, Inc. | JP Morgan Chase Bank, N.A. | Collection Account | USD | 3600 | - |
| 19-10973 (SMB) | Sizmek DSP, Inc. | COMERICA BANK | Depository Account | USD | 6012 | - |
| 19-10973 (SMB) | Sizmek DSP, Inc. | COMERICA BANK | Disbursement Account | USD | 4643 | - |
| 19-10973 (SMB) | Sizmek DSP, Inc. | HSBC Bank USA NA | Checking Account | USD | 0884 | - |
| 19-10973 (SMB) | Sizmek DSP, Inc. | HSBC UK Bank PLC | Collection Account | USD | 1315 | 61,490 |
| 19-10974 (SMB) | Sizmek Technologies, Inc. | Signature Bank, N.A. | Depository and Disbursement Account | USD | 9455 | 843,884 |
| 19-10974 (SMB) | Sizmek Technologies, Inc. | N/A | Uncleared Checks | USD | N/A | (12,527) |
| 19-10974 (SMB) | Sizmek Technologies, Inc. | N/A | Petty Cash | USD | N/A | 181 |
| 19-10974 (SMB) | Sizmek Technologies, Inc. | N/A | Petty Cash | AUD | N/A | 604 |
| 19-10974 (SMB) | Sizmek Technologies, Inc. | N/A | FX / Other | USD | N/A | 4 |
| Subtotal Excluding Security Deposits (Cash and Cash Equivalents) | | | | | | 1,453,497 |
| 19-10974 (SMB) | Sizmek Technologies, Inc. | JP Morgan Chase Bank, N.A. | Security Deposit [2] | USD | 0126 | 45,002 |
| 19-10973 (SMB) | Sizmek DSP, Inc. | Silicon Valley Bank | Security Deposit [2] | USD | 2820 | 88,938 |
| Subtotal Including Security Deposits (All Debtor Bank Account Balances) | | | | | | 1,587,437 |

The above captioned debtors (the "Debtors") hereby submit this attestation regarding bank account reconciliations in lieu of providing copies of bank statements.

"I attest that each of the Debtors' bank accounts is reconciled to monthly bank statements."

/s/ Sascha Wittler

Sascha Wittler

Chief Financial Officer

[1] Balances based on exchange rates as of 5/31/2019 per <http://www.oanda.com>.

[2] The balances maintained within these accounts reflect security deposits the Debtors were required to post during the prepetition period. Due the nature of the deposits, the balances are recorded as Other Long Term ass on the balance sheet.

Sizmek Inc., *et al.*
Debtors-in-Possession
MOR - 2
Consolidating Statement of Operations
for May 1, 2019 to May 31, 2019

| <i>In U.S. Dollars</i> | Sizmek Inc. | Point Roll, Inc. | Sizmek DSP, Inc. | Sizmek Technologies, Inc. | Wireless Artist LLC | Wirelessdeveloper, Inc. | X Plus One Solutions, Inc. | X Plus Two Solutions, LLC | Consolidated Filing Debtor Entities | Cumulative Filing to Date (3/29/19 - 5/31/19) |
|-------------------------------|-------------|------------------|------------------|---------------------------|---------------------|-------------------------|----------------------------|---------------------------|-------------------------------------|---|
| Total Revenues | | | \$ 150,619 | \$ 5,348,902 | | | | | \$ 5,499,521 | \$ 11,780,834 |
| | | | | | | | | | | |
| Cost of Goods Sold | | | (792,879) | (2,479,027) | | | | | (3,271,906) | (5,935,750) |
| Gross Profit | | | (642,261) | 2,869,875 | | | | | 2,227,615 | 5,845,084 |
| | | | | | | | | | | |
| Research and Development | | | (485,368) | (112,816) | | | | | (598,184) | (1,584,553) |
| Depreciation and Amortization | | | (8,256) | (155,267) | | | | | (163,523) | (1,521,535) |
| Selling and Marketing | | | (2,472,470) | (480,052) | | | | | (2,952,523) | (3,785,231) |
| General and Administrative | | | 1,552,263 | (3,578,119) | | | | | (2,025,857) | (3,124,525) |
| Total Operating Expenses | | | (1,413,832) | (4,326,254) | | | | | (5,740,086) | (10,015,844) |
| | | | | | | | | | | |
| Operating Profit | | | (2,056,093) | (1,456,378) | | | | | (3,512,471) | (4,170,760) |
| | | | | | | | | | | |
| Financial Expenses | | | (101,585) | (1,447,832) | | | | | (1,549,417) | (3,218,697) |
| Other Income | | | (51,834,985) | - | | | | | (51,834,985) | (51,829,945) |
| Income Before Taxes | | | (53,992,663) | (2,904,210) | | | | | (56,896,873) | (62,895,541) |
| | | | | | | | | | | |
| Tax Income / (Expense) | | | (2,907) | - | | | | | (2,907) | (2,907) |
| Total Tax Income / (Expense) | | | (2,907) | - | | | | | (2,907) | (2,907) |
| | | | | | | | | | | |
| Net Income / (Loss) | | | \$ (53,995,569) | \$ (2,904,210) | | | | | \$ (56,899,780) | \$ (62,898,448) |

Sizmek Inc., *et al.*
Debtors-in-Possession
MOR - 3
Consolidating Balance Sheet
as of May 31, 2019

| <i>In U.S. Dollars</i> | Sizmek Inc. | Point Roll, Inc. | Sizmek DSP, Inc. | Sizmek Technologies, Inc. | Wireless Artist LLC | WirelessDeveloper, Inc. | X Plus One Solutions, Inc. | X Plus Two Solutions, LLC | Consolidated Filing Debtor Entities | Prepetition Balance (As of 3/28/19) |
|---|-------------|------------------|-------------------------|---------------------------|---------------------|-------------------------|----------------------------|---------------------------|-------------------------------------|-------------------------------------|
| Current Assets | | | | | | | | | | |
| Cash and Cash Equivalents | \$ - | \$ - | \$ 397,719 | \$ 1,055,778 | \$ - | \$ - | \$ - | \$ - | \$ 1,453,497 | \$ 2,279,013 |
| Trade Receivables | - | - | 0 | 12,111,035 | - | - | - | - | 12,111,035 | 53,940,368 |
| Current Related Parties and Shareholders | - | - | 55,275,915 | 17,319,429 | - | (138,791) | (30,901,483) | - | 41,555,070 | 36,357,039 |
| Prepaid and Other Current Assets | - | - | 1,356,479 | 20,452,663 | - | - | - | - | 21,809,142 | 3,784,319 |
| Non-Distributable Cash Sweeps | - | - | - | 4,894,547 | - | - | - | - | 4,894,547 | - |
| Total Current Assets | - | - | 57,030,113 | 55,833,453 | - | (138,791) | (30,901,483) | - | 81,823,292 | 96,360,740 |
| Long Term Assets | | | | | | | | | | |
| Long Term Related Parties and Shareholders | - | - | - | 130,280 | - | - | - | - | 130,280 | 133,095 |
| Other Long Term Assets | - | - | 180,768,987 | 166,571,585 | - | - | 791,522 | - | 348,132,095 | 348,146,914 |
| Total Long Term Assets | - | - | 180,768,987 | 166,701,865 | - | - | 791,522 | - | 348,262,375 | 348,280,008 |
| Property and Equipment | | | | | | | | | | |
| Total Fixed Assets | - | - | 931,704 | 16,183,653 | - | - | - | - | 17,115,357 | 36,638,504 |
| Accumulated Depreciation | - | - | (800,064) | (13,072,854) | - | - | - | - | (13,872,918) | (22,610,348) |
| Total Fixed Assets | - | - | 131,640 | 3,110,799 | - | - | - | - | 3,242,439 | 14,028,156 |
| Total Intangible Assets | | | | | | | | | | |
| Intangible Assets | - | - | - | 28,387 | - | - | - | - | 28,387 | 41,728,387 |
| Intangible Assets Impairment | - | - | - | - | - | - | - | - | - | (28,440,384) |
| Accumulated Amortization | - | - | - | - | - | - | - | - | - | (9,189,838) |
| Goodwill | - | - | - | (88,745) | - | - | - | - | (88,745) | 51,447,756 |
| Total Intangible Assets | - | - | - | (60,357) | - | - | - | - | (60,357) | 55,545,921 |
| Total Assets | \$ - | \$ - | \$ 237,930,740 | \$ 225,585,760 | \$ - | \$ (138,791) | \$ (30,109,960) | \$ - | \$ 433,267,748 | \$ 514,214,824 |
| Current Liabilities | | | | | | | | | | |
| Trade Payables | \$ - | \$ - | \$ (50,041,123) | \$ (6,033,025) | \$ - | \$ - | \$ - | \$ - | \$ (56,074,148) | \$ (44,766,119) |
| Employees and Payroll Accruals | - | - | (711,809) | (1,046,781) | - | - | - | - | (1,758,590) | (6,579,264) |
| Accrued Expenses and Other Liabilities | - | - | (7,998,674) | (161,776,647) | - | - | (3,280,560) | - | (173,055,882) | (196,317,704) |
| Total Current Liabilities | - | - | (58,751,606) | (168,856,453) | - | - | (3,280,560) | - | (230,888,619) | (247,663,087) |
| Long Term Liabilities | | | | | | | | | | |
| Other Non Current Liabilities | - | - | (1,978,086) | 542,085 | - | - | - | - | (1,436,001) | (2,710,162) |
| Total Long Term Liabilities | - | - | (1,978,086) | 542,085 | - | - | - | - | (1,436,001) | (2,710,162) |
| Total Liabilities | - | - | (60,729,692) | (168,314,368) | - | - | (3,280,560) | - | (232,324,621) | (250,373,249) |
| Shareholders' Equity | | | | | | | | | | |
| Accumulated Profit | - | - | 62,320,405 | 11,762,029 | - | - | - | - | 74,082,434 | 11,183,986 |
| Common Stock | - | - | - | (1) | - | - | - | - | (1) | (1) |
| Additional Paid-In Capital | - | - | (371,725,038) | (639,998,378) | - | 138,791 | 33,390,521 | - | (978,194,103) | (978,194,103) |
| Accumulated Other Comprehensive Income | - | - | (548) | 270,543 | - | - | - | - | 269,994 | 269,994 |
| Preferred Stock | - | - | - | 0 | - | - | - | - | 0 | 0 |
| Retained Earnings | - | - | 132,204,133 | 570,694,416 | - | - | - | - | 702,898,549 | 702,898,549 |
| Total Shareholders' Equity | - | - | (177,201,049) | (57,271,391) | - | 138,791 | 33,390,521 | - | (200,943,128) | (263,841,575) |
| Total Liabilities and Shareholders' Equity | \$ - | \$ - | \$ (237,930,740) | \$ (225,585,760) | \$ - | \$ 138,791 | \$ 30,109,960 | \$ - | \$ (433,267,748) | \$ (514,214,824) |

Sizmek Inc., et al.

Debtors-in-Possession

MOR - 4

Consolidated Status of Post-petition Taxes
for May 1, 2019 to May 31, 2019

| Taxes Reconciliation & Aging | Number of Days Outstanding | | | | | | |
|------------------------------|----------------------------|-------------|-----------------|-------------|-------------|-------------|------------------|
| | Current | 1-30 | 31-60 | 61-90 | 91-120 | Over 120 | Total |
| <i>In U.S. Dollars</i> | | | | | | | |
| Federal | \$ 37,209 | \$ - | \$ - | \$ - | \$ - | \$ - | \$ 37,209 |
| State and Local | - | - | 6,684 | - | - | - | 6,684 |
| Total Taxes Payable | \$ 37,209 | \$ - | \$ 6,684 | \$ - | \$ - | \$ - | \$ 43,894 |

| <i>In U.S. Dollars</i> | Beginning Tax Liability | Amount Withheld or Accrued | Amount Paid | Date Paid | Check No. or EFT | Ending Tax Liability [1] |
|------------------------------|-------------------------|----------------------------|---------------------|-------------|------------------|--------------------------|
| Federal [2] | | | | | | |
| Withholding | \$ - | \$ 412,529 | \$ (412,529) | Various | Various | \$ - |
| FICA - Employee | - | 164,347 | (164,347) | Various | Various | - |
| FICA - Employer | - | 163,149 | (163,149) | Various | Various | - |
| Unemployment | - | - | - | N/A | N/A | - |
| Income | 37,209 | - | - | N/A | N/A | 37,209 |
| Total Federal Taxes | \$ 37,209 | \$ 740,026 | \$ (740,026) | \$ - | \$ - | \$ 37,209 |
| State and Local [2] | | | | | | |
| Withholding | \$ - | \$ 143,001 | \$ (143,001) | Various | Various | \$ - |
| Sales & Use Tax | - | - | - | N/A | N/A | - |
| Excise | 2,844 | - | (2,460) | Various | Various | 384 |
| Unemployment | - | - | - | N/A | N/A | - |
| Personal Property | - | - | - | N/A | N/A | - |
| Real Property | - | 14,142 | (14,142) | Various | Various | - |
| Income | 6,300 | - | - | N/A | N/A | 6,300 |
| Total State and Local | 9,144 | 157,143 | (159,603) | - | - | 6,684 |
| Total Taxes | \$ 46,353 | \$ 897,168 | \$ (899,628) | \$ - | \$ - | \$ 43,893 |

[1] These amounts represent withholdings to be paid to the applicable taxing authorities in the ordinary course of business.

[2] The Debtors pay certain of the federal and state and local taxes as they come due and do not accrue any amounts with respect to those taxes.

[3] This disclosure is made as of May 31, 2019. As of July 1, 2019, this amount has been paid.

[4] Debtors have the funds to pay this amount and intend to make the payment in short term.

Sizmek Inc., et al.

Debtors-in-Possession

MOR - 4a

Consolidated Summary of Unpaid Post-petition Debts (Accounts Payable)

as of May 31, 2019

| Accounts Payable Aging | Number of Days Outstanding | | | | | |
|---|-----------------------------------|---------------------|----------------------|----------------------|----------------------|----------------------|
| <i>In U.S. Dollars</i> | Current | 1-30 [1] | 31-60 [2] | 61-90 [3] | Over 90 | Total |
| Accounts Payable, Trade (Post-Petition) | \$ 292,847 | \$ 877,689 | \$ 125,850 | \$ 272,383 | \$ - | \$ 1,568,770 |
| Accounts Payable, Trade (Prepetition) | 1,119,285 | 7,240,071 | 13,681,682 | 12,397,114 | 19,853,903 | 54,292,055 |
| AP Reclassification Adjustment | | | | | | 213,323 |
| Total Accounts Payable | \$ 1,412,132 | \$ 8,117,761 | \$ 13,807,532 | \$ 12,669,497 | \$ 19,853,903 | \$ 56,074,148 |

[1] This balance includes \$139,520.72 in payments to Cerberus' professionals, which were delayed pending agreeing to the budget, this amount has now been paid. This balance also includes \$475,196.10 in payments related to leases, which Debtors sublease to third-parties. Debtors have not received rent payments from these subtenants and understand that the subtenants have remitted payment directly to Debtors' landlords. Debtors are awaiting documentation regarding these payments in order to remove these amounts as liabilities.

[2] The majority of this balance comprises fees related to annual licenses, meaning a substantial portion of the amounts outstanding relate to amounts for future months, which Debtors are unlikely to need. Debtors have been and remain in negotiations with their counterparties and the purchasers of their various business segments to determine how to address these balances. In the event Debtors determine these amounts must be paid by Debtors, Debtors have the funds to pay them and will pay them.

[3] The majority of this balance comprises licenses which relate to the AdServer business and are being assumed and assigned to the purchaser of the AdServer business. The past due amounts will be paid in the near term as cure payments.

Sizmek Inc., et al.

Debtors-in-Possession

MOR - 5

Consolidated Summary of Accounts Receivable

as of May 31, 2019

| Accounts Receivable Reconciliation | |
|---|----------------------|
| <i>In U.S. Dollars</i> | Total |
| Total A/R at Beginning of Reporting Period | \$ 44,109,650 |
| Plus: Amounts Billed During the Period | 6,704,502 |
| Less: Amounts Collected During the Period | (21,043,472) |
| Other Activity, Net [1] | (17,659,646) |
| Total A/R at End of Reporting Period | \$ 12,111,035 |

[1] Other activity primarily reflects various adjustments to accounts receivable for items included, but not limited to: subtenant income, rebates received, credits issued, deferred revenue, AR in-transit (Zeta acquisition) and other amounts.

| Accounts Receivable Aging | Number of Days Outstanding | | | | | | |
|----------------------------------|-----------------------------------|----------------------|----------------------|---------------------|---------------------|---------------------|----------------------|
| <i>In U.S. Dollars</i> | Current | 1-30 | 31-60 | 61-90 | 91-120 | Over 120 | Total |
| Accounts Receivable | \$ 8,204,758 | \$ 10,054,072 | \$ 10,108,826 | \$ 2,941,121 | \$ 2,166,278 | \$ 1,415,775 | \$ 34,890,831 |
| Other Activity [1] | | | | | | | (22,779,796) |
| Total Accounts Receivable | \$ 8,204,758 | \$ 10,054,072 | \$ 10,108,826 | \$ 2,941,121 | \$ 2,166,278 | \$ 1,415,775 | \$ 12,111,035 |

[1] Other activity reflects various adjustments to accounts receivable for items included, but not limited to: subtenant income, rebates received, credits issued, deferred revenue, AR in-transit (Zeta acquisition) and other amounts. These amounts are not aged.

Sizmek Inc., et al.

Debtors-in-Possession

MOR - 6

Consolidated Status of Payments to Insiders and Professionals
for May 1, 2019 to May 31, 2019

| Payments Made to Insiders | | | |
|--|-------------------|----------------------|----------------------|
| Name | Type of Payment | Amount Paid [1] | Total Paid to Date |
| Cerberus [1] | Cash Sweeps | \$ 19,717,610 | \$ 41,601,830 |
| All Other Insiders [2] [3] | Cash Compensation | 104,260 | 238,253 |
| Total Payments Made to Insiders | | \$ 19,821,870 | \$ 41,840,083 |

[1] In accordance with the applicable Cash Collateral Order (Docket Nos. 37, 104, 172, 239, 270 and any successor order thereto), payments to Cerberus reflect gross cash sweeps by Cerberus. These payments also appear in MOR 3 as assets on the balance sheet.

[2] Represents payments received by "insiders" during the reporting period. The total is shown on a gross basis, subject to any applicable taxes, withholdings or other deductions. The total within the current reporting period includes regular payroll and expense reimbursements.

[3] Persons listed as "insiders" have been included for informational purposes only. The Debtors do not take any position with respect to: (a) such person's influence over the control of the Debtors; (b) the management responsibilities or functions of such individual; (c) the decision-making or corporate authority of such individual; or (d) whether such individual could successfully argue that he or she is not an "insider" under applicable law, including, without limitation, the federal securities laws or with respect to any theories of liability or for any other purpose. Further, the inclusion of a party as an "insider" in not an acknowledgement or concession that such party is an "insider" under applicable bankruptcy law.

| Payments Made to Professionals | | | | |
|--|---------------------|-------------------------------|----------------------------------|-----------------------------|
| Name | Amount Approved | Amount Paid During Period [1] | Total Post-Petition Paid to Date | Total Incurred & Unpaid [2] |
| Professional Fees & Expenses Escrow Funding [3] | | | | |
| Professional Fees Escrow Account (c/o Katten Muchin Rosenman LLP) | N/A | \$ (2,997,943) | \$ (5,415,543) | \$ 1,879,142 |
| Professional Fees & Expenses Paid via Escrow [4] | | | | |
| Katten Muchin Rosenman LLP | 1,152,055 | 1,152,055 | 1,152,055 | N/A |
| Klee, Tuchin, Bogdanoff & Stern LLP | 315,000 | 315,000 | 315,000 | N/A |
| Professional Fees & Expenses Paid via Accounts [5] | | | | |
| STRETTO | 49,200 | 49,200 | 134,643 | 49,793 |
| Professional Fees & Expenses Paid Directly from Sale Proceeds [6] | | | | |
| FTI Capital Advisors, LLC | 600,000 | 600,000 | 600,000 | N/A |
| Total Payments Made to Professionals | \$ 2,116,255 | \$ (881,688) | \$ (3,213,845) | \$ 1,928,935 |

[1] Amount paid during period is shown on a cash-basis, reflecting the actual amounts disbursed by the Debtors, net of any applicable retainers or other cash-on-account applied to the total fees and expenses due.

[2] Total incurred and unpaid is based on fee statements filed or invoices submitted by June 28, 2019 for the period May 1, 2019 through May 31, 2019. The balances do not include accruals, and are presented gross of retainers or other cash-on-account applied by the professionals to the total fees and expenses due. Furthermore, amounts subject to hold-back are included within the balances.

[3] Represents funding of the Professional Fees Escrow Account.

[4] Represents disbursements related to case professional fees or expenses made from the Professional Fees Escrow Account.

[5] Represents disbursements related to case professional fees or expenses made from the Debtors' bank accounts.

[6] In addition to the disbursements made from the Debtors' accounts for professional fees and expenses, pursuant to the Order Authorizing and Approving Private Sale of the Demand-Side Platform and the Data Management Platform Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, and Granting Related Relief (Docket No. 143), FTI Capital Advisors, LLC received \$600,000 as a success fee related to the DSP / DMP sale directly from the proceeds of the transaction.

Sizmek Inc., *et al.*

Debtors-in-Possession

MOR - 6a

Consolidated Post-petition Status of Secured Notes, Leases Payable and Adequate Protection Payments
for May 1, 2019 to May 31, 2019

| Post-petition Status of Secured Notes, Leases Payable & Adequate Protection Payments | | |
|--|---------------------------|--------------------|
| Type | Amount Paid During Period | Total Paid to Date |
| Adequate Protection Payments | \$ 13,748,865 | \$ 13,748,865 |
| Lease Payments | \$ 997,533 | \$ 1,836,566 |
| Total Payments | \$ 14,746,399 | \$ 15,585,432 |

Sizmek Inc., et al.

Debtors-in-Possession

MOR - 7

Debtors' Questionnaire

for May 1, 2019 to May 31, 2019

| Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attached additional sheets if necessary. | Yes | No |
|--|-----|----|
| 1. Have any assets been sold or transferred outside the normal course of business this reporting period? • Pursuant to the Order Authorizing and Approving Private Sale of the Demand-Side Platform and the Data Management Platform Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, and Granting Related Relief (Docket No. 143), the Bankruptcy Court approved Debtors DSP/DMP business on April 29, 2019, however, the sale transaction closed May 1, 2019. | X | |
| 2. Have any funds been disbursed from any account other than a debtor in possession account this reporting period? | | X |
| 3. Is the Debtor delinquent in the timely filing of any post-petition tax returns? | | X |
| 4. Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies? | | X |
| 5. Is the Debtor delinquent in paying any insurance premium payment? | | X |
| 6. Have any payments been made on prepetition liabilities this reporting period? • As authorized pursuant to various Orders entered by the Court, the Debtors made certain payments on account of prepetition liabilities during the reporting period. | X | |
| 7. Are any post-petition receivables (accounts, notes or loans) due from related parties? • The Debtors' have post-petition balances due from both filing Debtor entities, in addition to certain non-filing related parties, including foreign affiliates of the Debtor entities. | X | |
| 8. Are any post-petition payroll taxes past due? | | X |
| 9. Are any post-petition State or Federal income taxes past due? • As of May 31, 2019, Debtors owed \$6,300 in state taxes. Debtors have the funds to pay this amount and intend to make the payment in short term. | X | |
| 10. Are any post-petition real estate taxes past due? | | X |
| 11. Are any other post-petition taxes past due? • As of May 31, 2019, Debtors owed \$384 in excise taxes. Debtors have the funds to pay this amount and intend to make the payment in short term. | X | |
| 12. Have any prepetition taxes been paid during this reporting period? • As authorized pursuant to the Order Authorizing the Payment of Certain Prepetition Taxes and Fees entered by the Court (Docket No. 98), the Debtors' made certain payments on account of prepetition tax liabilities during the reporting period. | X | |
| 13. Are any amounts owed to post-petition creditors delinquent? • These delinquent payments are related to obligations which Debtors are investigating to determine whether they are valid obligations that should be paid by Debtors, as opposed to third parties, such as purchasers of Debtors' assets. Thus, Debtors make this disclosure, not to acknowledge valid delinquent debts, but in the interest of full disclosure. Debtors have been (and continue) negotiating with the creditors and related third-parties regarding these payments. Debtors have the funds available to make these payments and, to the extent Debtors determine they are valid obligations owed by Debtors, Debtors will pay them. | X | |
| 14. Are any wage payments past due? | | X |
| 15. Have any post-petition loans been received by the Debtor from any party? | | X |
| 16. Is the Debtor delinquent in paying any U.S. Trustee fees? | | X |
| 17. Is the Debtor delinquent with any court ordered payments to attorneys or other professionals? | | X |
| 18. Have the owners or shareholders received any compensation outside of the normal course of business? | | X |